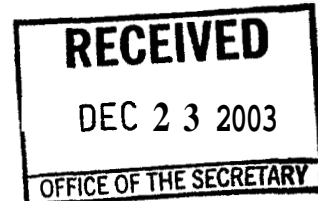


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December 8, 2003

Jonathan G. Katz  
Secretary  
US Securities and Exchange Commission  
450 Fifth Street, NW  
Washington, DC 20549-0609



Re: File No. S7-19-03

Secretary Katz:

I support the recently proposed proxy access reform rule, but I think that it would benefit from a few changes. I do not think that shareowners should have to wait any longer for access. Once triggered, access should be immediate.

The triggering percentage of votes withheld from management-nominated directors should be lowered to twenty percent of the votes actually cast, not shares outstanding. This would still only affect a handful of companies, those who have most disappointed their investors. To this end, access should also be triggered when a company ignores a majority-vote-winning shareholder proposal.

I applaud the commission for considering this important rule.

Sincerely,

Harr  
Clark  
Clark

